

RECORDATION NO. 26567-B FILED

MAY 02 '12 -3 25 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

May 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Amendment to Memorandum of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease dated January 19, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 26567.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: International Commodities Export Corporation
10001 Woodloch Forest Drive, Suite 400
The Woodlands, TX 77380

A description of the railroad equipment covered by the enclosed document is for fifty four (54) tank cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Amendment to Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(INTC002/A-B)

ASSGN. NO.: INTC002/INTC002A/INTC002B

MAY 09 '12 -3 25 PM

AMENDMENT TO MEMORANDUM OF LEASE

SOUTH CAROLINA TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of JANUARY, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and International Commodities Export Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 10, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 2 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 16, 2010 at 12:09 p.m. with secondary Recordation Number 26567-A.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Memorandum is amended as follows:

1) One additional car is added to Exhibit A: NDYX 113625

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K. A. DZEMBROWSKI
Title: VICE PRESIDENT OF DOCUMENTATION

[CORPORATE SEAL]

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT
Executed on this 21st day of February, 2011.

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 21st day of February, 2011.

[Signature]
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)



LESSEE:

INTERNATIONAL COMMODITIES EXPORT
CORPORATION

ATTEST:

By: *Jeremy Sheppe*
Name: Jeremy Sheppe
Title: Senior Vice President

By: *Steve Lassonde*
Name: STEVE LASSONDE
Title: VP RAILCAR OPERATIONS

Executed on this 19th day of JANUARY, 2011.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF MONTGOMERY

I, JOHN R. HUNTER, a Notary Public of the County and State aforesaid,
certify that STEVE LASSONDE personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of FEB, 2011.

John R. Hunter
Notary Public

Commission Expires:

3-Nov-2012

(Notary Public)



EXHIBIT A TO MEMORANDUM OF LEASE

NUMER OF CARS: Fifty-four (54)

DESCRIPTION OF CARS: Tank cars

CAR NUMBERS:

NDYX 113500	NDYX 113547	NDYX 113597
NDYX 113503	NDYX 113548	NDYX 113598
NDYX 113505	NDYX 113550	NDYX 113599
NDYX 113506	NDYX 113553	NDYX 113602
NDYX 113507	NDYX 113555	NDYX 113603
NDYX 113508	NDYX 113557	NDYX 113604
NDYX 113509	NDYX 113560	NDYX 113605
NDYX 113512	NDYX 113561	NDYX 113607
NDYX 113514	NDYX 113564	NDYX 113610
NDYX 113515	NDYX 113572	NDYX 113611
NDYX 113517	NDYX 113576	NDYX 113612
NDYX 113518	NDYX 113577	NDYX 113615
NDYX 113522	NDYX 113578	NDYX 113616
NDYX 113523	NDYX 113583	NDYX 113617
NDYX 113528	NDYX 113584	NDYX 113620
NDYX 113529	NDYX 113586	NDYX 113625
NDYX 113537	NDYX 113593	NDYX 113626
NDYX 113546	NDYX 113595	NDYX 113628